

EXHIBIT B

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W.R. GRACE & CO., *et al.*,¹) Case No. 01-01139 (JKF)
) (Jointly Administered)
)
Debtors)
Objection Deadline: February 2, 2005 at 4:00 p.m.
Hearing Date: TBD only if necessary

**SUMMARY APPLICATION OF WOODCOCK WASHBURN FOR COMPENSATION
FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS SPECIAL LITIGATION COUNSEL TO W.R.
GRACE & CO., ET AL., FOR THE MONTHLY INTERIM PERIOD OF NOVEMBER 1, 2004, THROUGH
NOVEMBER 30, 2004, FOR THE QUARTERLY FEE PERIOD OF OCTOBER-DECEMBER 2004**

Name of Applicant: Woodcock Washburn LLP

Authorized to Provide Professional Services to: W. R. Grace & Co., et al., Debtors
and Debtors-in-Possession

Date of Retention: Retention Order entered January
22, 2003

Period for which compensation and
reimbursement is sought November 1, 2004, through
November 30, 2004

Amount of Compensation sought as actual,
reasonable and necessary: \$ 203,792.00

Amount of Expense Reimbursement sought as
actual, reasonable and necessary: \$29,179.11

¹ The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-g II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc., Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing System, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc., Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Applicant Woodcock Washburn LLP submits this application for fees and expenses for the month of November 2004. This is the 23rd application for interim compensation for services that has been filed with the Bankruptcy Court by Woodcock, and the second application for services in the October - December 2004 quarter. The following applications have been filed previously with the Court:

Period Covered	Date Filed	Requested Fees	Requested Disbursements
1/1 - 1/31/03	June 9, 2003	\$11,423.35	\$184.10
2/1 - 2/28/03	June 9, 2003	29,216.00	684.22
3/1 - 3/31/03	June 9, 2003	14,351.00	647.43
4/1 - 4/30/03	June 3, 2003	14,268.50	244.41
5/1 - 5/31/03	July 11, 2003	20,293.50	703.19
6/1 - 6/30/03	August 1, 2003	24,087.00	2,822.23
7/1 - 7/31/03	September 18, 2003	14,157.50	1,834.84
8/1 - 8/31/03	October 17, 2003	5,120.00	2,346.40
9/1 - 9/30/03	November 6, 2003	18,536.00	2,143.81
10/1 - 10/31/03	December 16, 2003	26,622.50	7,747.17
11/1 - 11/30/03	January 23, 2004	46,329.50	22.29
12/1 - 12/31/03	February 11, 2004	60,218.00	13,537.76
1/1 - 1/31/04	March 29, 2004	117,384.00	34,007.41
2/1 - 2/29/04	April 13, 2004	66,216.00	16,476.09
3/1 - 3/31/04	April 27, 2004	96,991.00	8,235.63
4/1 - 4/30/04	June 16, 2004	111,132.00	14,316.26
5/1 - 5/31/04	July 19, 2004	104,787.00	14,642.22
6/1 - 6/30/04	July 29, 2004	117,125.00	8,779.51
7/1 - 7/31/04	September 17, 2004	85,802.00	10,905.33
8/1 - 8/31/04	October 22, 2004	102,078.00	9,582.05
9/1 - 9/30/04	November 9, 2004	156,479.00	32,088.05
10/1 - 10/31/04	December 17, 2004	169,846.00	69,597.98
TOTAL		\$1,367,304.35	\$251,548.37

All fees and expenses for which compensation is sought in the current application were rendered by Applicant in connection with the specific matter for which it was retained as special litigation counsel: Representation of Debtor as intervening defendant in *David B. Bartholic and Intercat, Inc. v. Nol-Tec Systems, Inc. and W.R. Grace & Co.-Conn.*, civil action 03-CV-4886 (RHK/AJB), pending in the United States District Court for the District of Minnesota. Except for the fees specifically identified in the attached detail as "Fee

Application, Applicant" (totaling \$1,012.00) and "Travel Time" (totaling \$6,646.00), all fees for which application is made were in the category "Litigation and Litigation Consulting" in the InterCat case.

The attorneys of Applicant who rendered professional services in this case during the Fee Period are:

Name of Professional	Position with the Applicant	Year Admitted to Bar	Department	Hourly Billing Rate	Total Billed Hours	Total Fees Generated
Gary H. Levin	Partner	1976	IP Litigation	\$460.00	70.8	\$32,568.00
David R. Bailey	Partner	1990	IP Litigation	\$380.00	142.7	\$54,226.00
Chad E. Ziegler	Associate	1997	IP Litigation	\$290.00	164.8	\$47,792.00
Frank T. Carroll	Associate	1998	IP Litigation	\$270.00	37.6	\$10,152.00
Karen Whitney	Associate	2001	IP Litigation	\$210.00	130.4	\$27,384.00
Brian Cocca	Associate	2004	IP Litigation	\$195.00	6.0	\$1,170.00
Larry Labella	Paralegal	-	IP Litigation	\$130.00	109.3	\$14,209.00
Paul Perdue	Graphics	-	IP Litigation	\$110.0	32.0	\$3,520.00
Suzanne Wallace	Paralegal	-	IP Litigation	\$ 90.00	141.9	\$12,771.00

Total Fees: \$ 203,792.00

Blended Rate: \$ 243.92

WHEREFORE, Applicant respectfully requests (a) that an allowance be made to it, as fully described above for (i) 80% of the amount of \$203,792.00 for reasonable and necessary professional services Applicant has rendered to the Debtors during the Fee Period (\$ 163,033.60) and (ii) 100% of the reimbursement of actual and necessary costs and expenses incurred by applicant during the Fee Period (\$29,179.11); and (b) that both fees and expenses are payable as administrative expenses of the Debtors' estates.

Respectfully submitted



Gary H. Levin
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Dated: January 11, 2005

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,¹) Case No. 01-1139 (JKF)
) Jointly Administered
Debtors.)

Objection Deadline: February 2, 2005 at 4:00 p.m.
Hearing Date: TBD only if necessary

**FEE DETAIL FOR WOODCOCK WASHBURN'S MONTHLY FEE APPLICATION
FOR THE PERIOD FROM NOVEMBER 1, 2004 THROUGH NOVEMBER 30, 2004**

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Intercat v. Nol-Tec
Civil Action No.: 0:03CV4886
United States District Court
District of Minnesota

11/01/2004	GHL	Continue work on graphics and PowerPoint presentation for Markman hearing, and drafting argument outline;	4.50
11/01/2004	DRB	Preparation of Markman presentation	5.40
11/01/2004	DRB	Coordination of Rule 30(b)(6) Grace witness files and schedules	0.80
11/01/2004	LL	Attended to and assisted in the preparation of witness files for Petti, Parva, Tang, Jordan, Davey and Maggio for upcoming depositions; prepared new documents for production	3.50
11/01/2004	CEZ	Preparation for Wynnewood refinery deposition.	3.40
11/01/2004	KMW	Analysis of documents in support of refinery deposition.	0.40
11/01/2004	KMW	Discussion w/GHL regarding slides and preparation thereof.	0.90
11/01/2004	KMW	Analysis of prior art statement by Intercat in support of invalidity and noninfringement positions.	0.60
11/01/2004	SW	Review, analyze, and flag Grace documents in preparation of witness files for Petti, Parva, Tang, Jordan, Davey and Maggio.	5.30
11/01/2004	PSP	Markman presentation graphics	8.50
11/02/2004	PSP	Markman presentation graphics	7.50
11/02/2004	SW	Review, analyze, and flag Grace documents in preparation of witness files for Petti, Parva, Tang, Jordan, Davey and Maggio.	6.80
11/02/2004	KMW	Analysis of documents and conference w/CEZ in support of refinery deposition.	0.40
11/02/2004	KMW	Preparation of slides in support of Markman.	0.40
11/02/2004	KMW	Analysis of documents in preparation for Intercat's 30(b)(6) deposition of Grace's representative.	3.60
11/02/2004	FTC	Held telecon with Paul Solt.	0.50
11/02/2004	CEZ	Preparation for Wynnewood refinery deposition; reviewed exhibits pre-marked by Intercat; participated in Wynnewood refinery deposition.	7.80
11/02/2004	LL	Attended to and assisted in the preparation of witness files for Petti, Parva, Tang, Jordan, Davey and Maggio for upcoming depositions; prepared files for various file histories	4.00
11/02/2004	DRB	Preparation of Markman hearing	6.90

11/02/2004	DRB	Document production issues	0.50
11/02/2004	GHL	Continued work on graphics and PowerPoint for markman presentation; development of argument for presentation;	6.00
11/03/2004	GHL	Continued work on Markman presentation;	6.50
11/03/2004	DRB	Preparation of Markman hearing	5.70
11/03/2004	DRB	Meeting with expert concerning invalidity	0.80
11/03/2004	LL	Attended to and assisted in the preparation of witness files for Petti, Parva, Tang, Jordan, Davey and Maggio for upcoming depositions; prepared documents to send to damages expert at Parente; prepared files regarding Markman for Dave Bailey	6.50
11/03/2004	FTC	Held multiple telecons with P. Solt to discuss prior art references.	0.90
11/03/2004	FTC	Assembled and categorized documents in preparation for upcoming depositions.	2.50
11/03/2004	KMW	Analysis of InterCat's documents in preparation of Lippert deposition.	7.50
11/03/2004	SW	Review, analyze, and flag Grace documents in preparation of witness files for Petti, Parva, Tang, Jordan, Davey and Maggio.	8.00
11/03/2004	PSP	Markman presentation graphics	8.50
11/03/2004	BAC	Researched whether the entire market value has been applied in a patent infringement suit as a measure of damages where the patent claims alleged to be infringed are throughput methods (such as loading catalysts into a reactor), as compared to a method of making something. Analyzed all cases found through this research.	6.00
11/04/2004	PSP	Markman presentation graphics	7.00
11/04/2004	SW	Review, analyze, and flag Grace documents in preparation of witness files for Petti, Parva, Tang, Jordan, Davey and Maggio.	7.00
11/04/2004	KMW	Analysis of InterCat's documents in preparation for Lippert deposition.	8.00
11/04/2004	CEZ	Reviewed Interact production documents regarding estimating models.	2.10
11/04/2004	CEZ	Collected and reviewed InterCat financial documents in production.	4.20
11/04/2004	DRB	Preparation for Markman hearing	7.00
11/04/2004	DRB	Travel from Philadelphia to Minneapolis for Markman hearing (2.0 - bill 1/2)	1.00

11/04/2004	GHL	Work on claim construction argument and meeting with Mr. Maggio and expert witness Gerald Teitman in preparation for the scheduled presentation, including discussion of strategy for the presentation;	9.00
11/04/2004	DRB	Preparation for and attendance to Markman hearing	8.00
11/04/2004	LL	Attended to and assisted in the preparation of witness files for Petti, Parva, Tang, Jordan, Davey and Maggio for upcoming depositions; prepared new documents for production; prepared files regarding Markman for ave Bailey	8.80
11/04/2004	GHL	Travel Time, to St. Paul Minnesota for Markman Hearing (1.5 hours billed at half time)	0.70
11/05/2004	LL	Attended to and assisted in the preparation of witness files for Petti, Parva, Tang, Jordan, Davey, Maggio and BP Toledo for upcoming depositions; prepared documents to send to our damages expert at Parente	7.00
11/05/2004	GHL	Further preparation for Markman hearing on claim construction, further meeting with Mr. Maggio regarding the scheduled hearing; representation of Grace at the hearing before Judge Kyle , District Court, District of Minnesota .	8.00
11/05/2004	GHL	Travel time -- return from Markman hearing in St. Paul, Minnesota; 3 hours, billed at half time	1.50
11/05/2004	DRB	Travel from Minneapolis to Philadelphia (3.0 - bill 1/2)	1.50
11/05/2004	CEZ	Reviewed production regarding BP Toledo.	2.10
11/05/2004	CEZ	Negotiated terms for stipulation for extension of discovery and limitation on third party refinery depositions.	1.30
11/05/2004	KMW	Analysis of Intercat's documents in preparation for Lippert deposition.	6.30
11/05/2004	SW	Review, analyze, and flag Grace documents in preparation of witness files for Petti, Parva, Tang, Jordan, Davey and Maggio.	7.00
11/05/2004	FTC	Assembled and categorized documents in preparation for upcoming depositions.	4.20
11/05/2004	PSP	Markman hearing setup assist	0.50
11/06/2004	SW	Review, analyze, and flag Grace documents in preparation of witness files for Petti, Parva, Tang, Jordan, Davey and Maggio.	6.50
11/06/2004	LL	Attended to and assisted in the preparation of witness files for Petti, Parva, Tang, Jordan, Davey and Maggio for upcoming depositions	4.50

11/06/2004	GHL	Fee Application, Applicant -- Preparation of fee application for September 2004	0.80
11/07/2004	LL	Attended to and assisted in the preparation of witness files for Petti, Parva, Tang, Jordan, Davey and Maggio for upcoming depositions	3.00
11/07/2004	SW	Review, analyze, and flag Grace documents in preparation of witness files for Petti, Parva, Tang, Jordan, Davey and Maggio.	5.00
11/08/2004	SW	Review, analyze, and flag Grace documents in preparation of witness files for Petti, Parva, Tang, Jordan, Davey and Maggio.	7.50
11/08/2004	CEZ	Reviewed materials in preparation for BP Toledo deposition.	2.10
11/08/2004	KMW	Analysis of Grace documents in support of upcoming depositions (Jordan, Davey, Petti, Parva).	7.30
11/08/2004	DRB	Preparation for Lippert deposition	2.50
11/08/2004	LL	Attended to and assisted in the preparation of witness files for Petti, Parva, Albin, Davey, Tang, Jordan, Maggio and BP Toledo; set up deposition with court reporter for Lippert	9.00
11/09/2004	FTC	Assembled and categorized documents in preparation for upcoming depositions.	4.40
11/09/2004	CEZ	Preparation for BP Toledo refinery deposition.	8.10
11/09/2004	DRB	Preparation for Lippert deposition	3.00
11/09/2004	LL	Attended to and assisted in the preparation of witness files for Petti, Parva, Albin, Davey, Tang, Jordan and Maggio; prepared file regarding Whirl Air; prepared documents to be sent to damages expert at Parente	7.00
11/09/2004	CEZ	Prepared subpoena to Schmidt (loader mfr.)	1.50
11/09/2004	CEZ	Reviewed and analyzed transcript of BP Whiting deposition.	1.80
11/09/2004	SW	Review, analyze, and flag Grace documents in preparation of witness files for Petti, Parva, Tang, Jordan, Davey and Maggio.	11.50
11/09/2004	KMW	Analysis of Grace documents in support of depositions for Petti, Parva, Davey, Jordan.	7.20
11/09/2004	KMW	Analysis of Grace documents for production.	1.00
11/10/2004	KMW	Analysis of Intercat documents and conference w/DRB regarding the same in support of Lippert deposition.	2.00
11/10/2004	KMW	Analysis of Grace documents and preparation of witness binders for Jordan, Petti, Parva, Albin in support of depositions.	6.90

11/10/2004	SW	Review, analyze, and flag Grace documents in preparation of witness files for Petti, Parva, Tang, Jordan, Davey and Maggio.	10.50
11/10/2004	GHL	Review of witness binder for Mr. Jordan and meeting in our offices with Mr. Jordan to prepare him for his continued deposition as Grace Rule 30(b)(6) deponent on various issues relating to liability and damages; review of issues and documents likely to be addressed during the deposition;	2.50
11/10/2004	GHL	Telephone conference with Mr. Maggio and Mr. Rightmyer regarding deposition issues;	0.20
11/10/2004	DRB	Preparation for deposition of Regis Lippert	7.00
11/10/2004	DRB	Preparation for upcoming deposition of Grace employees	1.00
11/10/2004	DRB	3.0 hour travel to Chicago for Lippert deposition (bill at 1/2 per GHL)	1.50
11/10/2004	CEZ	Preparation for BP Toledo refinery deposition; participated in BP Toledo deposition.	8.70
11/10/2004	CEZ	Travel from Toledo; 3.6 hours billed at half time.	1.80
11/10/2004	LL	Attended to and assisted in the preparation of witness files for Petti, Parva, Albin, Davey, Jordan, Maggio and Lippert; reviewed new documents that needed to be produced to Arnold; scanned in documents for team and client; prepared original documents to send back to Whirl Air	5.00
11/10/2004	FTC	Assembled and categorized documents in preparation for upcoming depositions.	3.30
11/11/2004	FTC	Assembled and categorized documents in preparation for upcoming depositions.	0.60
11/11/2004	FTC	Document review: Interact production.	1.40
11/11/2004	LL	Attended to and assisted in the preparation of witness files for Petti, Parva, Albin, Davey Valero and Flint Hills refineries; reviewed new documents that needed to be produced to Arnold; prepared documents for Ziegler; updated production logs	5.00
11/11/2004	DRB	4.0 hour travel from Chicago to Philadelphia from Lippert deposition (bill at 1/2)	2.00
11/11/2004	DRB	Preparation for and taking of deposition of Regis Lippert	7.80
11/11/2004	GHL	Further meeting with Mr. Jordan and damages expert to prepare Mr. Jordan for deposition as Grace 30(b)(6) witness on financial and damage-related issues;	6.50
11/11/2004	SW	Review, analyze, and flag Grace documents in preparation of witness files for Petti, Parva, Tang, Jordan, Davey and Maggio.	5.00

11/11/2004	CEZ	Reviewed and analyzed transcript of M. Evans deposition.	2.30
11/11/2004	CEZ	Review and analysis of transcripts of depositions of third party refineries.	5.40
11/11/2004	KMW	Analysis of Grace documents, preparation w/client and GHL regarding the same in support of Jordan deposition.	9.00
11/11/2004	KMW	Analysis of Intercat's discovery requests and discussion w/client regarding the same.	0.30
11/12/2004	KMW	Analysis of Grace and discovery documents in support of Jordan deposition; conference w/GHL regarding the same.	1.00
11/12/2004	KMW	Analysis of discovery requests and Intercat's allegations of deficiencies.	0.50
11/12/2004	KMW	Analysis of Grace documents and conference w/DRB regarding same in support of Davey deposition.	1.50
11/12/2004	KMW	Analysis of production documents in support of 30(b)(6) topic of willfulness.	2.30
11/12/2004	KMW	Analysis of Intercat documents in support of Grace's 30(b)(6) deposition of Intercat financial representative, conference with damage consultant.	1.80
11/12/2004	CEZ	Met with damages consultant regarding Intercat financial documents and witness binder for 30(b)(6); corresponded with Intercat regarding deficiencies in financial document production; reviewed Intercat financial documents production.	7.90
11/12/2004	SW	Chronological organization of flagged documents in preparation of witness files for S. Parva and N. Petti; Review, analyze, and flag Grace documents in preparation of witness files for Albin and Maggio; Obtain documents for Flint and Valero Refineries from Grace and Intercat Production.	5.00
11/12/2004	GHL	Continued preparation for defense of Al Jordan's scheduled deposition as 30(b)(6) deponent for Grace on loader operation and financial/damages issues, including review of witness binder and selection of issues to be further discussed with Mr. Jordan in advance of deposition, and development of cross-examination questions based on issues addressed in previous sessions of the deposition;	1.50
11/12/2004	GHL	Preparation for scheduled Rule 30(b)(6) deposition of Intercat on financial and damage-related issues, including review of witness binder and selection and review of documents to be used during the deposition;	1.50
11/12/2004	DRB	Preparation for defense of depositions of Grace personnel	5.50

11/12/2004	DRB	Analysis of opinion of counsel production	1.00
11/12/2004	LL	Attended to and assisted in the preparation of witness files for Petti, Parva, Albin, and Davey; prepared InterCat documents that needed to be sent to our damages expert at Parente; prepared a file regarding the deposition transcripts of refineries for Ziegler; prepared subpoena that needed to be served on Monday.	2.00
11/13/2004	LL	Attended to and assisted in the search of documents to send to Dave Bailey regarding Parva and Petti; scanned in various documents; prepared files for our new production documents and updated the production logs; prepared deposition files and prepared documents that needed to be sent to damages consultant;	5.00
11/13/2004	GHL	Fee Application, Applicant -- preparation of quarterly summary fee application for 14th Quarterly Period	1.00
11/14/2004	GHL	Travel to Columbia MD for defense of Rule 30-b-6 deposition of Grace (2 hours, billed half-time);	1.00
11/14/2004	DRB	Travel to Grace for deposition (2.0 bill at half)	1.00
11/14/2004	LL	Attended to and assisted in the search of documents to send to Dave Bailey at his home regarding Parva and Petti; prepared deposition binder for Dave Bailey	1.00
11/15/2004	LL	Attended to and assisted in the preparation of witness files for Albin, Davey, Valero and Flint Hills refineries; scanned in documents for team and client; performed D&B search on Schmidt Manufacturing; prepared deposition files for Bailey	4.50
11/15/2004	CEZ	Reviewed documents for 30(b)(6) witness binder.	4.30
11/15/2004	CEZ	Preparation for depositions of Velaro refineries.	3.20
11/15/2004	CEZ	Corresponded with T. Wimbiscus and P. Arnold regarding various discovery disputes.	2.50
11/15/2004	FTC	Document review.	0.50
11/15/2004	FTC	Held telecon with third-party weigh systems providers; discuss prior art.	0.40
11/15/2004	DRB	Deposition preparation of Grace employees - Petti, Parva, and Dacey	8.00
11/15/2004	GHL	Defense of Mr. Jordan's continuing deposition as 30-b-6 witness for Grace: meeting with Mr. Jordan at Grace's offices in Columbia to prepare for the deposition, and defense of the deposition;	8.00
11/15/2004	GHL	Travel from deposition in Columbia MD (2 hours, billed at half-time)	1.00

11/15/2004	SW	Organize documents for Flint and Valero Refineries from Grace and Intercat Production.	5.00
11/15/2004	KMW	Analysis of Grace documents and fact-gathering in support of Maggio/30(b)(6) deposition.	2.90
11/15/2004	KMW	Analysis of Intercat's responses to requests for admission in light of Intercat's positions on prior art, claim infringement, and claim construction.	5.40
11/16/2004	KMW	Analysis of Grace documents in support of willfulness 30(b)(6) deposition.	3.90
11/16/2004	KMW	Analysis of Intercat's responses to Grace's requests for admissions in light of Intercat's claim construction chart and prior art statement.	3.00
11/16/2004	KMW	Telephonic conference w/client regarding document production.	0.60
11/16/2004	GHL	Review of financial documents produced by Intercat, selection of documents for use at scheduled 30-b-6 deposition of Intercat on financial and damage-related issues, and begin preparation of deposition outline;	2.00
11/16/2004	DRB	Defending deposition of Petti and Parva; preparation for deposition of Davey	8.50
11/16/2004	FTC	Prepared and served subpoena to Joseph Grell.	1.80
11/16/2004	CEZ	Reviewed materials in preparation for meeting with J. Press; met with J. Press; corresponded with P. Arnold regarding production deficiencies with respect to Intercat financial documents.	4.30
11/16/2004	CEZ	Met with G. Levin to review documents for 30(b)(6) deposition on damages.	0.70
11/16/2004	CEZ	Reviewed and edited draft subpoena to Rice Lakes.	0.50
11/16/2004	CEZ	Finalized subpoena to Lincoln Contractors.	0.70
11/16/2004	CEZ	Preparation for depositions of Velaro refineries.	3.20
11/16/2004	LL	Attended to and assisted in the preparation of witness files for Maggio, Albin and a binder for our financial expert; prepared subpoena to be served on Lincoln Contracting and a fax to Arnold	4.00
11/17/2004	LL	Attended to and assisted in the preparation of witness files for Maggio and Albin; updated our privilege log with new items; scanned in various documents for team and client; prepared documents to sent to our financial experts at Parente; updated deposition files and performed a D&B search	5.00
11/17/2004	CEZ	Preparation for depositions of Velaro refineries.	8.70

11/17/2004	CEZ	Telephone discussion with P. Arnold regarding scope of depositions of Velaro refineries.	0.40
11/17/2004	CEZ	Reviewed letter from Velaro reflecting agreed-to topics of deposition.	0.30
11/17/2004	FTC	Telecon with Paul Solt.	0.10
11/17/2004	DRB	Defending deposition of Jordan; preparation for Davey deposition	9.50
11/17/2004	KMW	Analysis of Grace documents in support of willfulness 30(b)(6) deposition.	3.90
11/17/2004	KMW	Fact gathering and deposition topic preparation for Valero depositions;	2.50
11/17/2004	KMW	Telephonic conference w/Schmidt representative regarding Grace's subpoena; legal research and analysis of service on a corporation.	1.60
11/17/2004	SW	Review, analyze, and flag Grace documents in preparation of witness files for Albin and Maggio.	7.00
11/18/2004	SW	Review, analyze, and flag Grace documents in preparation of witness files for Albin and Maggio.	7.00
11/18/2004	KMW	Analysis of Grace documents in support of non-infringement position.	5.50
11/18/2004	KMW	Analysis of Grace documents in preparation for Maggio deposition.	1.70
11/18/2004	DRB	Preparation for deposition of Davey and defending Davey deposition	7.50
11/18/2004	DRB	Case strategy with Robert Maggio and preparation for deposition	1.50
11/18/2004	DRB	Travel from Grace (2.4 hours, bill at half)	1.20
11/18/2004	GHL	Review of refinery deposition transcripts on matters relevant to Intercat's infringement charges	0.80
11/18/2004	CEZ	Travel from Houston; 4.8 hours billed at half time.	2.40
11/18/2004	CEZ	Discussion with Velaro counsel regarding Velaro letter reflecting agreed-to topics of deposition.	0.30
11/18/2004	CEZ	Preparation for depositions of Velaro refineries; participated in depositions of Velaro refineries.	8.70
11/18/2004	LL	Attended to and assisted in the preparation of witness files for Maggio and Albin; scanned in various documents for team and client; prepared subpoena to be served on Joseph Grell; prepared documents to be sent to Teitman; performed search on Ponca City; prepared Nol-Tec documents for Whitney	5.00

11/19/2004	CEZ	Drafted alternative proposed stipulation for extension of discovery deadline; telephone discussion with P. Arnold regarding same.	1.40
11/19/2004	CEZ	Reviewed materials relating to refinery's use of Intercat unit.	1.50
11/19/2004	CEZ	Team meeting to discuss scheduling and other discovery-related issues; reviewed materials in preparation for meeting.	1.60
11/19/2004	CEZ	Preparation for BP Toledo deposition.	3.20
11/19/2004	CEZ	Review and analysis of deposition transcripts of refineries.	2.10
11/19/2004	FTC	Team meeting to discuss case status, and preparation therefor.	2.10
11/19/2004	FTC	Reviewed Clemtex loader documents.	0.40
11/19/2004	GHL	Meeting with trial team on status of discovery and strategy for further discovery and presentation of case;	1.50
11/19/2004	DRB	Coordination of discovery schedule	1.20
11/19/2004	DRB	Strategy for discovery and expert reports	1.80
11/19/2004	DRB	Preparation for deposition - Albi; 30(b)(6) willfulness	1.00
11/19/2004	DRB	Analysis of potential public use by Intercat as prior art.	0.70
11/19/2004	KMW	Loader analysis based on testimony and Grace & Nol-Tec documents in support of non-infringement position.	3.50
11/19/2004	KMW	Strategy meeting with trial team;	1.50
11/19/2004	KMW	Analysis of documents in preparation of willfulness 30(b)(6) deposition.	1.20
11/19/2004	KMW	Discovery strategy w/DRB and CEZ.	1.00
11/19/2004	KMW	Preparation of deposition notice for Santos.	0.50
11/19/2004	KMW	Analysis of documents and preparation for Albin deposition.	0.40
11/19/2004	SW	Review, analyze, and flag Grace documents in preparation of witness files for Albin and Maggio.	7.00
11/21/2004	LL	Attended to and assisted in the preparation of documents regarding the witness file of Lenny Albin.	3.50
11/22/2004	LL	Attended to and assisted in the preparation of witness files for Conoco Phillips; finished witness file for Albin; prepared new files of production documents that arrived for Ziegler; prepared refinery binders to be sent to Teitman	4.00
11/22/2004	FTC	Held telecons with Paul Solt regarding prior art;	1.10
11/22/2004	FTC	Reviewed Clemtex loader documents.	2.40

11/22/2004	CEZ	Prepared for deposition of BP Toledo; participated in BP Toledo deposition.	6.90
11/22/2004	CEZ	Amended stipulation regarding discovery extension; teleconference with P. Arnold to discuss amended stipulation.	1.20
11/22/2004	CEZ	Met with members of trial team regarding prior art; participated in teleconference with expert regarding prior art.	0.80
11/22/2004	CEZ	Met with members of trial team regarding outstanding discovery issues.	0.70
11/22/2004	CEZ	Preparation for deposition of Flint Hills.	3.40
11/22/2004	DRB	Preparation of materials for production; coordination of discovery; analysis of invalidity issues	3.50
11/22/2004	GHL	Review of opinions-of-counsel received by Grace on infringement issues relating to loaders and consideration of privilege-waiver issues attendant to producing opinion to rebut willful infringement charge;	0.80
11/22/2004	SW	Search Grace and Intercat production indexes for documents relating to Concoco Philips and obtain Conoco Philips Documents for witness binder	6.50
11/22/2004	KMW	Analysis of documents regarding loaders in support of non-infringement position.	3.00
11/22/2004	KMW	Analysis of documents and opinion in preparation for 30(b)(6) on willfulness.	1.60
11/22/2004	KMW	Analysis of Grace documents for production.	1.80
11/23/2004	KMW	Analysis of documents in support of non-willfulness 30(b)(6); conference w/DRB regarding the same.	3.50
11/23/2004	KMW	Analysis of Grace information for production; telephonic conference w/client regarding the same.	1.00
11/23/2004	KMW	Analysis of refinery depositions and conference with trial team members regarding the same.	1.50
11/23/2004	KMW	Analysis of document production by both parties and correspondence w/Intercat regarding the same.	1.00
11/23/2004	SW	Organize witness kit for Conoco Philips Refineries; Search Intercat and Grace Indexes for Tesoro Refinery Documents for witness kits	5.00
11/23/2004	GHL	Organization of damages-related documents for 30-b-6 deposition of Intercat;	0.50

11/23/2004	GHL	Review of formal opinion of non-infringement relating to gain-in-weight loader; consideration of issues relating to privilege waiver to rebut Intercat's claim of willful infringement;	1.00
11/23/2004	DRB	Preparation of witness file for Lenny Albin	2.10
11/23/2004	DRB	Preparation of non-willfulness production documents	1.50
11/23/2004	DRB	Preparation of discovery schedule and coordination with witnesses	1.00
11/23/2004	DRB	Analysis of prior art case	0.50
11/23/2004	CEZ	Preparation for deposition of Flint Hills; reviewed exhibits per-marked by Intercat in preparation for Flint Hills deposition; participated in Flint Hills deposition.	8.90
11/23/2004	CEZ	Met with trial team members regarding outstanding discovery issues.	0.70
11/23/2004	CEZ	Telephone discussion with G. Willison regarding his upcoming deposition.	0.60
11/23/2004	CEZ	Participated in negotiations for stipulation for discovery extension.	1.20
11/23/2004	FTC	Prepared for deposition of Joseph Grell.	1.90
11/23/2004	FTC	Investigated prior art controllers and pneumatic conveying systems.	1.90
11/23/2004	FTC	Reviewed operating manual of Rice Lake Model 810 Controller.	1.10
11/23/2004	LL	Attended to and assisted in the preparation of witness files for Conoco Phillips; attended meeting with Bailey, Ziegler and WHitney to discuss the refinery depositions and production; prepared binders of refineries for Bailey, Whitney and Ziegler; reviewed documents for production and privilege; prepared refinery binders to send to Teitman	2.00
11/24/2004	LL	Attended to and assisted in the preparation of witness files for various refineries; produced new documents and sent to Arnold; updated deposition files	3.00
11/24/2004	FTC	Documented results of investigation into prior art controllers and pneumatic conveying systems.	0.30
11/24/2004	CEZ	Participated in negotiations for stipulation for discovery extension; finalized stipulation for discovery extension.	2.20
11/24/2004	CEZ	Review and analysis of deposition transcripts of refinery depositions.	3.00
11/24/2004	CEZ	Reviewed documents for 30(b)(6) witness binder; met with G. Levin regarding 30(b)(6) deposition and exhibits.	2.90

11/24/2004	DRB	Preparation for Albin deposition and scheduling depositions of others	2.00
11/24/2004	GHL	Organization of documents for use as exhibits in scheduled 30-b-6 deposition of Intercat on financial and damages issues;	1.00
11/24/2004	SW	Organize documents for Tesoro Refinery Witness Kit	4.50
11/24/2004	KMW	Analysis of refinery deposition (Citgo) in support of non-infringement position.	1.00
11/26/2004	GHL	Fee Application, Applicant -- preparation of fee application for October 2004.	1.20
11/26/2004	DRB	Preparation of witness files for Lenny Albin deposition	5.00
11/29/2004	DRB	Travel to Grace for preparation of Lenny Albin for deposition (2.4 hours, bill at 1/2)	1.20
11/29/2004	DRB	Preparation of Lenny Albin for deposition	5.00
11/29/2004	DRB	Review of documents for deposition of Lenny Albin	1.80
11/29/2004	LL	Attended to and assisted in the preparation of witness file for Tesoro Refinery; updated production logs; prepared willfulness documents for Bailey; scanned in documents for team and client	4.00
11/29/2004	CEZ	Prepared for deposition of Tesoro, Martinez.	4.80
11/29/2004	CEZ	Prepared for deposition of Rice Lakes; met with F. Carroll regarding Rice Lakes deposition; teleconference with J. Grell.	4.30
11/29/2004	CEZ	Prepare and review witness file for Tesoro, Martinez.	0.60
11/29/2004	KMW	Analysis of refinery depositions in support of non-infringement position.	3.20
11/29/2004	KMW	Meet and confer w/Intercat regarding Intercat's deficiencies in document production.	0.10
11/29/2004	KMW	Follow-up with subpoenaed company Schmidt regarding documents and identification of deponent.	0.10
11/29/2004	KMW	Analysis of Grace documents and preparation for Albin deposition; conference w/DRB regarding the same.	1.50
11/29/2004	KMW	Analysis of Grace documents in support of deposition of Tesoro Martinez; conference w/CEZ regarding the same.	1.50
11/29/2004	SW	Complete organization of Tesoro Refinery Documents and compile witness binder for upcoming deposition; Review, analyze and index exhibits from various refineries' depositions	7.80
11/29/2004	FTC	Prepared for the deposition of Joseph Grell.	1.50
11/29/2004	FTC	Reviewed operating manual for Rice Lakes controller.	1.30

11/30/2004	FTC	Preparation for the deposition of Joseph Grell.	2.50
11/30/2004	SW	Review, analyze and index exhibits from various refineries' depositions; Review, analyze, and flag Intercat documents in preparation of witness file G. Santos	7.00
11/30/2004	KMW	Analysis of Grace's document production in light of discovery requests and alleged deficiencies.	1.10
11/30/2004	KMW	Preparations for willfulness 30(b)(6) deposition and Santos deposition.	0.50
11/30/2004	CEZ	Prepared for deposition of Tesoro, Martinez; participated in deposition of Tesoro, Martinez.	7.40
11/30/2004	CEZ	Prepared for deposition of Rice Lakes.	4.70
11/30/2004	LL	Attended to and assisted in the preparation of witness file for Lake Charles; document search for Ziegler regarding Rice Lakes; review of new production documents for updates and files	3.00
11/30/2004	FTC	Reviewed operating manual for Rice Lakes controller.	0.50
11/30/2004	DRB	Preparation of Lenny Albin for deposition	1.50
11/30/2004	DRB	Defending Lenny Albin deposition	5.00
11/30/2004	DRB	Travel from Grace (2.6 hours, bill at 1/2).	1.30
11/30/2004	DRB	Summary of refinery depositions	0.50
11/30/2004	GHL	Review of transcripts of refinery depositions and consideration of infringement issues in view of same;	1.80

SERVICES	\$	203,792.00
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GHL	GARY H. LEVIN	70.80	hours at \$	460.00
DRB	DAVID R. BAILEY	142.70	hours at \$	380.00
CEZ	CHAD E. ZIEGLER	164.80	hours at \$	290.00
FTC	FRANK T. CARROLL	37.60	hours at \$	270.00
KMW	KAREN MILLANE WHITNEY	130.40	hours at \$	210.00
LL	LARRY LABELLA	109.30	hours at \$	130.00
PSP	PAUL S. PERDUE	32.00	hours at \$	110.00
BAC	BRIAN A. COCCA	6.00	hours at \$	195.00
SW	SUZANNE WALLACE	141.90	hours at \$	90.00

DISBURSEMENTS:

ASSOCIATE SERVICES

1,556.38

FACSIMILE	58.50
WITNESS/EXPERT FEES	3,117.12
COURT REPORTERS	1,337.80
POSTAGE & DELIVERY	372.23
PHOTOCOPYING	11,465.74
COMPUTER SEARCH	647.34
TRAVEL & EXPENSES	10,624.00

DISBURSEMENT TOTAL	\$ 29,179.11
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SERVICE TOTAL	\$ 203,792.00
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INVOICE TOTAL	\$ 232,971.11
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11/04-11/05/04 Travel and Expense: Vendor David R. Bailey
Transportation: Purpose of trip: Markman Hearing in Minneapolis, MN
Tickets for David R. Bailey
11/04/04 USAir flight 1175
 Philadelphia, PA to Minneapolis, MN
11/05/04 USAir Flight 1628
 Minneapolis, MN to Philadelphia, PA \$ 1,239.20
Tickets for Gerald J. Teitman
11/04/04 Northwest Flight 1043
 Washington Dulles to Minneapolis, MN
11/05/04 Northwest Flight 1274
 Minneapolis, MN to Washington Dulles \$ 1,397.70
Lodging \$ 255.44
Conference Room at St Paul Hotel for Hearing \$ 100.00
Taxi: \$ 48.00
Miles: 40 miles @\$0.325 \$ 13.00
Parking: \$ 94.00
Meals: \$ 397.11

TOTAL EXPENSE: \$3,544.45

11/04 – 11/05/04 Travel and Expense: Vendor Gary H. Levin

Transportation: Purpose of trip: Claim Construction Hearing in St. Paul,
MN

11/04/04 USAir flight 1175
Philadelphia, PA to Minneapolis, MN

11/05/04 USAir Flight 1628
Minneapolis, MN to Philadelphia, PA \$1,189.20

Lodging \$ 179.67

Parking: \$ 34.00

Miles: 20 miles @\$0.325 \$ 6.50

Tips and Other Expenses: \$ 2.00

TOTAL EXPENSE: \$1,411.37

11/09 – 11/10/04 Travel and Expense: Vendor Chad Ziegler

Transportation: Purpose of trip: BP Refinery Deposition in Toledo, OH

11/09/04 Northwest flight 337

Philadelphia, PA to Detroit, MI

11/10/04 Northwest Flight 1782

Detroit, MI to Philadelphia, PA

\$1,157.20

Lodging

\$ 154.83

Parking:

\$ 61.00

Car Rental:

\$ 143.28

Meals:

\$ 20.58

TOTAL EXPENSE: \$1,536.89

11/10 – 11/11/04 Travel and Expense: Vendor David R. Bailey

Transportation: Purpose of trip: Regis Lippert Deposition in Chicago, IL

11/10/04 USAir flight 224

Philadelphia, PA to Chicago, IL

11/11/04 USAir Flight 126

Chicago, IL to Philadelphia, PA

\$ 604.79

Lodging

\$ 454.27

Parking:

\$ 52.00

Taxis:

\$ 90.00

Miles: 40 miles @\$0.325

\$ 13.00

Meals:

\$ 25.60

Tips and Other Expenses:

\$ 4.00

TOTAL EXPENSE: \$1,243.66

11/14 – 11/15/04 Travel and Expense: Vendor Chad Ziegler

Transportation: Purpose of trip: Defense of Al Jordan Deposition in
Columbia, MD

11/14/04	Amtrak	\$ 60.00
Lodging		\$ 168.14
Taxis:		\$ 33.00
Miles:	20 miles @\$0.325	\$ 6.50
Tips and Other Expenses:		\$ 2.00

TOTAL EXPENSE: \$ 269.64

TOTAL EXPENSE: \$ 993.37

11/17 – 11/18/04 Travel and Expense: Vendor Chad Ziegler

Transportation: Purpose of trip: Refinery Deposition in Houston, TX

11/17/04 Continental flight 1877

Philadelphia, PA to Houston, TX

11/18/04 Continental Flight 1923

Houston, TX to Philadelphia, PA

\$ 583.20

Lodging

\$ 285.80

Parking:

\$ 69.50

Meals:

\$ 29.44

Car Rental:

\$ 157.49

TOTAL EXPENSE: \$1,125.43

11/22 – 11/23/04 Travel and Expense: Vendor Chad Ziegler

Transportation: Purpose of trip: Preparation for depositions

Parking: \$ 36.00

TOTAL EXPENSE: \$ 36.00

11/29 – 11/30/04 Travel and Expense: Vendor David R. Bailey

Transportation:	Purpose of trip: Albin Deposition in Columbia, MD	
Lodging		\$ 220.57
Parking:		\$ 36.00
Miles:	294 miles @\$0.325	\$ 95.55
Meals:		\$ 45.41

TOTAL EXPENSE:	<u>\$ 397.53</u>
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